

15.04.2024

**The National Stock Exchange of  
India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
MUMBAI – 400 051

The Listing Department  
**BSE Limited**  
P.J. Tower, Dalal Street  
MUMBAI – 400 001

**Trading Symbol: KOHINOOR**

**Scrip Code: 512559**

Dear Sirs,

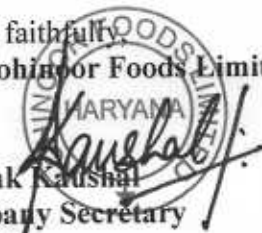
**RE: Corporate Governance Report for the Quarter ended 31<sup>st</sup> March, 2024.**

In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the Quarter on 31<sup>st</sup> March, 2024.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For Kohinoor Foods Limited

  
Deepak Kaushal  
Company Secretary  
F-8722

**Encl: As above**

## Kohinoor Foods Limited

Registered/Corporate Office: Pinnacle Business Tower, 10th Floor, Shooting Range Road, Surajkund, Faridabad, Haryana-121001.  
Corporate Identity No. LS2110HR1989PLC070351, Phone: +91-129-424-2222, Fax: +91-129-424-2233  
E-mail: info@kohinoorfoods.in, Website: www.kohinoorfoods.in

General information about company	
Scrip code	512559
NSE Symbol	KOHINOOR
MSEI Symbol	NOTLISTED
ISIN	INE080B01012
Name of the entity	KOHINOOR FOODS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other



**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	JUGAL KISHORE ARORA	AAJPA9385M	00010704	Executive Director	Chairperson related to Promoter		11-10-1943
2	Mr	SATNAM ARORA	AAKPA2694L	00010667	Executive Director	Not Applicable	MD	23-01-1949
3	Mr	GURNAM ARORA	AAJPA1064F	00010731	Executive Director	Not Applicable	MD	26-03-1950
4	Mr	Sunil Sharma	APVPS2813K	08699033	Non-Executive - Independent Director	Not Applicable		30-04-1956
5	Mr	Yash Pal Mahajan	AITPM1755D	08699040	Non-Executive - Independent Director	Not Applicable		04-05-1949
6	Mrs	Mani Chandra Bhandari	AATPB2805P	00387525	Non-Executive - Independent Director	Not Applicable		18-09-1945



**1. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active



**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg-17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (with reference to proviso to regulation 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		26-07-1989	26-09-2017			1	0	0	0			
2	NA		26-07-1989	26-09-2017			2	1	4	0			
3	NA		26-07-1989	26-09-2017			1	0	2	0			
4	NA		13-02-2020	13-02-2020		60	1	1	2	0			
5	Yes	29-09-2023	13-02-2020	13-02-2020		60	1	1	2	0			
6	Yes	30-12-2020	13-02-2020	13-02-2020		60	1	1	4	4			



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Chairperson	20-07-2021		
2	08699033	Sunil Sharma	Non-Executive - Independent Director	Member	20-07-2021		
3	08699040	Yash Pal Mahajan	Non-Executive - Independent Director	Member	20-07-2021		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Chairperson	20-07-2021		
2	08699033	Sunil Sharma	Non-Executive - Independent Director	Member	20-07-2021		
3	08699040	Yash Pal Mahajan	Non-Executive - Independent Director	Member	20-07-2021		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Chairperson	20-07-2021		
2	00010667	SATNAM ARORA	Executive Director	Member	20-07-2021		
3	00010731	GURNAM ARORA	Executive Director	Member	20-07-2021		





Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00387525	Mani Chandra Bhandari	Non-Executive - Independent Director	Chairperson	20-07-2021		
2	00010667	SATNAM ARORA	Executive Director	Member	20-07-2021		
3	00010731	GURNAM ARORA	Executive Director	Member	20-07-2021		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	14-11-2023				Yes	6	6	3
2		14-02-2024	91		Yes	6	5	3



**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2023				Yes	3	3	3	0
2	Audit Committee	14-02-2024	91			Yes	3	3	3	0



**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



**Annexure I**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Deepak Kaushal
2	Designation	Company Secretary





## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kohinoorfoods.in
2	Terms and conditions of appointment of independent directors	Yes		www.kohinoorfoods.in
3	Composition of various committees of board of directors	Yes		www.kohinoorfoods.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kohinoorfoods.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kohinoorfoods.in
6	Criteria of making payments to non-executive directors	Yes		www.kohinoorfoods.in
7	Policy on dealing with related party transactions	Yes		www.kohinoorfoods.in
8	Policy for determining 'material' subsidiaries	Yes		www.kohinoorfoods.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kohinoorfoods.in
10	Email address for grievance redressal and other relevant details	Yes		www.kohinoorfoods.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kohinoorfoods.in
12	Financial results	Yes		www.kohinoorfoods.in
13	Shareholding pattern	Yes		www.kohinoorfoods.in
14	Details of agreements entered into with the media companies and/or their associates	NA		



## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kohinoorfoods.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kohinoorfoods.in
20	Secretarial Compliance Report	Yes		www.kohinoorfoods.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.kohinoorfoods.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.kohinoorfoods.in
23	Disclosures under regulation 30(8)	Yes		www.kohinoorfoods.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.kohinoorfoods.in
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.kohinoorfoods.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.kohinoorfoods.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.kohinoorfoods.in



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

